

WHITMAN & RANSOM

522 FIFTH AVENUE

NEW YORK, N. Y. 10036

212-575-5800

CABLE: WHITSOM, N. Y.

OR

BENGOSHI, N. Y.

TELEX: 12-5109 (WU)
238436 (RCA)

INTERSTATE COMMERCE COMMISSION

289 GREENWICH AVENUE

GREENWICH, CONNECTICUT 06830

203-869-3800

3 LANDMARK SQUARE

STAMFORD, CONNECTICUT 06901

203-356-1130

1333 NEW HAMPSHIRE AVE., N.W.

WASHINGTON, D. C. 20036

202-785-1600

555 SOUTH FLOWER STREET

LOS ANGELES, CA 90071

213-485-1080

No.

Date **SEP 15 1983**

Fee \$ 50.00

ICC Washington, D.C.

September 15, 1983

Ms. Agatha L. Margenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Documents for Recordation

Dear Ms. Margenovich:

On behalf of United States Trust Company of New York, as Owner-Trustee, we enclose two counterparts of the following document for filing and recordation pursuant to Section 11303 of Title 49 of the U.S. Code:

Bill of Sale, a secondary document, dated as of September 1, 1983 between First Security Bank of Utah, National Association, as Trustee and United States Trust Company of New York as Owner-Trustee.

The primary document to which this Bill of Sale is related is recorded under Recordation No. 8822-A.

We request that this document be cross-indexed under the names of First Security State Bank; First Security Bank of Utah, National Association; Itel Corporation; SSI Rail Corp.; and United States Trust Company of New York.

The names and addresses of the parties to the aforementioned document are as follows:

1) Trustee:

First Security Bank of Utah,
National Association
P. O. Box #30007
79 South Main Street
Salt Lake City, Utah 84125

RECEIVED
SEP 15 12 01 PM '83
I.C.C. BR.
FEE OPERATION BR.

V. W. W. Lee
A. J. L.

Ms. Agatha L. Margenovich

-2-

September 15, 1983

2) Purchaser:

United States Trust Company
of New York
45 Wall Street
New York, NY 10005

The equipment covered by the document hereby submitted for recordation consists of the following:

One hundred (100) 70 ton, 50' 6" Boxcars with 10' sliding doors and 10" end-of-car cushioning AAR mechanical designation XM, bearing Road Numbers AHW 301-400, both inclusive.

Also enclosed is a check in the amount of \$50.00 payable to the Interstate Commerce Commission representing the fee for recording the Bill of Sale pursuant to 49 CFR 1177.3 (2)(c).

A short summary of the document to appear in the index follows:

Bill of Sale between First Security Bank of Utah, National Association, as Trustee, P.O. Box #30007, 79 South Main Street, Salt Lake City, Utah 84125 and United States Trust Company of New York, as Purchaser, 45 Wall Street, New York, New York 10005, dated September 1, 1983 and covering 100 70 ton, 50' 6" Boxcars with 10' sliding doors and 10" end-of-car cushioning, AAR Mechanical Designation XM, bearing Road Numbers AHW 301-400, both inclusive, and related to an Equipment Trust Agreement dated March 15, 1977 with Recordation No. 8822-A.

Please return confirmation of filing to the waiting messenger. Thank you for your attention.

Very truly yours,



Yutaka Ishizaka
Law Clerk

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

9/15/83

OFFICE OF THE SECRETARY

**Yutaka Ishizaka
Whitman & Ransom
522 Fifth Avenue
New York, N.Y. 10036**

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **9/15/83** at **12:10pm**, and assigned recordation number(s). **8822-I**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

REGISTRATION NO. 8802-8
FEB 1983

SEP 15 1983 - 12 10 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

To Purchaser:

UNITED STATES TRUST COMPANY OF
NEW YORK, as Owner-Trustee under
a Trust Agreement dated as of
September 1, 1983
45 Wall Street
New York, New York 10005

First Security Bank of Utah, National Association, not in its individual capacity but solely as Trustee (the "Trustee") for the Holders (the "Holders") listed on Exhibit A attached hereto, under a Trust Agreement dated as of March 15, 1977, as amended by an Amendment Agreement dated as of December 15, 1977, for good and valuable consideration, the receipt of which is hereby acknowledged, hereby sells, assigns and transfers, without recourse, warranty or representation, all of its right, title and interest in and to the equipment described in Schedule 1 hereto (the "Equipment") to you as purchaser, your successors and assigns, to have and to hold each and every item of such Equipment forever. The Trustee also assigns and transfers, without recourse, warranty or representation to you as purchaser all of the Trustee's rights, title and interest to the extent thereof with respect to any warranties by FMC Corporation, the Manufacturer of the Equipment (the "Manufacturer"), with respect to the Equipment and obligations of the Manufacturer to indemnify the owner of the Equipment or the Trustee against any losses.

The Trustee makes no warranty with respect to the Equipment, express or implied, written or oral, including any implied warranty of merchantability or fitness for any particular purpose.

This document shall be governed by the laws of the State of New York.

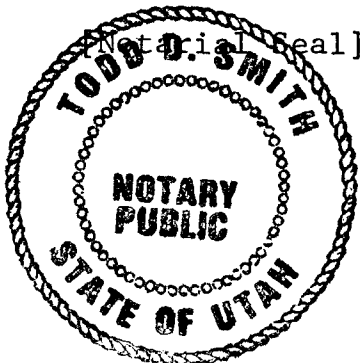
IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed in its name by its duly authorized representative as of the 1st day of September, 1983

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as Trustee

By: TC Clayton

STATE OF UTAH)
) ss.:
COUNTY OF SALT LAKE)

On this 13 day of Sept, 1983, before me personally appeared T. L. Mayton, to me personally known, who being by me duly sworn, says that (s)he is an Authorized Officer of First Security Bank of Utah, National Association, that the seal affixed to the foregoing instrument is the seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



Todd D. Smith
Notary Public

My Commission expires 8/13/85

EXHIBIT A

Bankers Life Company
The Life Insurance Company of Virginia
The Minnesota Mutual Life Insurance Company
Provident Life and Accident Insurance Company
Society for Savings
Washington National Insurance Company
Alexander Hamilton Life Insurance Company of America
Monarch Life Insurance Company
Sun Life Assurance Company of Canada
Lutheran Mutual Life Insurance Company
The Ohio National Life Insurance Company

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Schedule 1

Units of Trust
Equipment

100

Road Numbers

AHW 301-400

Trust Equipment
Description

70 ton, 50'6" box cars
with 10' sliding doors
and 10" end-of-car cush-
ioning AAR Mechanical
Designation XM